

Edgar Filing: EQUINIX INC - Form SC 13G

EQUINIX INC
Form SC 13G
January 10, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
Under the Securities Exchange Act of 1934

Equinix, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

29444U502

(CUSIP Number)

December 31, 2002

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

Page 1 of 59 pages

CUSIP No. 29444U502

13G

- 1. Name of Reporting Person
I.R.S. Identification No. of above Person

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The Goldman Sachs Group, Inc.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

1,044,464

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With:

1,044,464

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,044,464

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

10.1%

12. Type of Reporting Person

HC-CO

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CUSIP No. 29444U502

13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person

Goldman, Sachs & Co.

2. Check the Appropriate Box if a Member of a Group

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

New York

5. Sole Voting Power

Number of
Shares

0

Beneficially

6. Shared Voting Power

1,044,464

Owned by

Each

7. Sole Dispositive Power

Reporting

0

Person

8. Shared Dispositive Power

With:

1,044,464

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,044,464

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

10.1%

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12. Type of Reporting Person

BD-PN-IA

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CUSIP No. 29444U502

13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person

GS Capital Partners 2000, L.P.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

287,500

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

With:

8. Shared Dispositive Power

287,500

9. Aggregate Amount Beneficially Owned by Each Reporting Person

287,500

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Person -----
8. Shared Dispositive Power
With: 104,466

9. Aggregate Amount Beneficially Owned by Each Reporting Person
104,466

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
[]

11. Percent of Class Represented by Amount in Row (9)
1.0%

12. Type of Reporting Person
PN

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CUSIP No. 29444U502 13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person
GS Advisors 2000, L.L.C.

2. Check the Appropriate Box if a Member of a Group
(a) []
(b) []

3. SEC Use Only

4. Citizenship or Place of Organization
Delaware

5. Sole Voting Power
Number of 0

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Shares -----
Beneficially 6. Shared Voting Power
391,966
Owned by -----
Each 7. Sole Dispositive Power
Reporting 0
Person -----
With: 8. Shared Dispositive Power
391,966

9. Aggregate Amount Beneficially Owned by Each Reporting Person
391,966

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
[]

11. Percent of Class Represented by Amount in Row (9)
3.8%

12. Type of Reporting Person
00

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CUSIP No. 29444U502 13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person
GS Capital Partners 2000 Employee Fund, L.P.

2. Check the Appropriate Box if a Member of a Group
(a) []
(b) []

3. SEC Use Only

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4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of
Shares

0

Beneficially

6. Shared Voting Power

91,347

Owned by

Each

7. Sole Dispositive Power

Reporting

0

Person

8. Shared Dispositive Power

With:

91,347

9. Aggregate Amount Beneficially Owned by Each Reporting Person

91,347

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

[]

11. Percent of Class Represented by Amount in Row (9)

0.9%

12. Type of Reporting Person

PN

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CUSIP No. 29444U502

13G

1. Name of Reporting Person

I.R.S. Identification No. of above Person

GS Employee Funds 2000 GP, L.L.C.

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2. Check the Appropriate Box if a Member of a Group (a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

91,347

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With:

91,347

9. Aggregate Amount Beneficially Owned by Each Reporting Person

91,347

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0.9%

12. Type of Reporting Person

00

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CUSIP No. 29444U502

13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person

GS Capital Partners 2000 GmbH & Co. Beteiligungs KG

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Germany

5. Sole Voting Power

Number of
Shares

0

Beneficially

6. Shared Voting Power

12,017

Owned by

Each

7. Sole Dispositive Power

Reporting

0

Person

8. Shared Dispositive Power

With:

12,017

9. Aggregate Amount Beneficially Owned by Each Reporting Person

12,017

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0.1%

12. Type of Reporting Person

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PN

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CUSIP No. 29444U502

13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person

Goldman, Sachs Management GP GmbH

2. Check the Appropriate Box if a Member of a Group

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Germany

5. Sole Voting Power

Number of 0
Shares

6. Shared Voting Power

Beneficially 12,017
Owned by

7. Sole Dispositive Power

Each 0
Reporting Person

8. Shared Dispositive Power

With: 12,017

9. Aggregate Amount Beneficially Owned by Each Reporting Person

12,017

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

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[]

11. Percent of Class Represented by Amount in Row (9)

0.1%

12. Type of Reporting Person

PN

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CUSIP No. 29444U502

13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person

Goldman, Sachs & Co. oHG

2. Check the Appropriate Box if a Member of a Group

(a) []

(b) []

3. SEC Use Only

4. Citizenship or Place of Organization

Germany

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

12,017

Owned by

Each

7. Sole Dispositive Power

Reporting

0

Person

8. Shared Dispositive Power

With:

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12,017

9. Aggregate Amount Beneficially Owned by Each Reporting Person

12,017

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0.1%

12. Type of Reporting Person

PN

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CUSIP No. 29444U502

13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person

Stone Street Fund 2000, L.P.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

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Owned by 26,070

Each 7. Sole Dispositive Power
Reporting 0

Person 8. Shared Dispositive Power
With: 26,070

9. Aggregate Amount Beneficially Owned by Each Reporting Person
26,070

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
[]

11. Percent of Class Represented by Amount in Row (9)
0.3%

12. Type of Reporting Person
PN

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CUSIP No. 29444U502 13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person
Stone Street 2000, L.L.C.

2. Check the Appropriate Box if a Member of a Group
(a) []
(b) []

3. SEC Use Only

4. Citizenship or Place of Organization

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Delaware

5. Sole Voting Power

Number of 0

Shares

6. Shared Voting Power

Beneficially 26,070

Owned by

7. Sole Dispositive Power

Each 0

Reporting Person

8. Shared Dispositive Power

With: 26,070

9. Aggregate Amount Beneficially Owned by Each Reporting Person

26,070

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0.3%

12. Type of Reporting Person

00

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CUSIP No. 29444U502 13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person

GS Special Opportunities (Asia) Fund, L.P.

2. Check the Appropriate Box if a Member of a Group

(a)

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(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

147,688

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With:

147,688

9. Aggregate Amount Beneficially Owned by Each Reporting Person

147,688

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

1.4%

12. Type of Reporting Person

PN

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CUSIP No. 29444U502

13G

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CUSIP No. 29444U502

13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person

GS Special Opportunities (Asia) Offshore Fund, L.P.

2. Check the Appropriate Box if a Member of a Group

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

Number of 0
Shares

6. Shared Voting Power

Beneficially 107,668
Owned by

7. Sole Dispositive Power

Each 0
Reporting Person

8. Shared Dispositive Power

With: 107,668

9. Aggregate Amount Beneficially Owned by Each Reporting Person

107,668

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

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11. Percent of Class Represented by Amount in Row (9)

1.0%

12. Type of Reporting Person

PN

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CUSIP No. 29444U502

13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person

GSSO (Asia) Offshore, LLC

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of 0

Shares

6. Shared Voting Power

Beneficially 107,668

Owned by

7. Sole Dispositive Power

Each Reporting Person 0

8. Shared Dispositive Power

With: 107,668

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9. Aggregate Amount Beneficially Owned by Each Reporting Person

107,668

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

1.0%

12. Type of Reporting Person

00

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CUSIP No. 29444U502

13G

1. Name of Reporting Person

I.R.S. Identification No. of above Person

Whitehall Street Real Estate Limited Partnership XIII

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

173,943

Owned by

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Each Reporting Person
7. Sole Dispositive Power
0

Person With:
8. Shared Dispositive Power
173,943

9. Aggregate Amount Beneficially Owned by Each Reporting Person
173,943

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)
1.7%

12. Type of Reporting Person
PN

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CUSIP No. 29444U502 13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person
WH Advisors, L.L.C. XIII

2. Check the Appropriate Box if a Member of a Group
(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization
Delaware

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5. Sole Voting Power
Number of 0
Shares -----
Beneficially 6. Shared Voting Power
Owned by 173,943

Each 7. Sole Dispositive Power
Reporting 0

Person 8. Shared Dispositive Power
With: 173,943

9. Aggregate Amount Beneficially Owned by Each Reporting Person
173,943

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
[]

11. Percent of Class Represented by Amount in Row (9)
1.7%

12. Type of Reporting Person
OO

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CUSIP No. 29444U502 13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person
Whitehall Parallel Real Estate Limited Partnership XIII

2. Check the Appropriate Box if a Member of a Group
(a) []
(b) []

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3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of 0

Shares

6. Shared Voting Power

Beneficially 60,687

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With: 60,687

9. Aggregate Amount Beneficially Owned by Each Reporting Person

60,687

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0.6%

12. Type of Reporting Person

PN

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CUSIP No. 29444U502

13G

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1. Name of Reporting Person
I.R.S. Identification No. of above Person

WH Parallel Advisors, L.L.C. XIII

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of 0

Shares

6. Shared Voting Power

Beneficially

60,687

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With:

60,687

9. Aggregate Amount Beneficially Owned by Each Reporting Person

60,687

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0.6%

12. Type of Reporting Person

00

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0.1%

12. Type of Reporting Person

PN

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CUSIP No. 29444U502

13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person

Stone Street Asia, L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

5,343

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With:

5,343

9. Aggregate Amount Beneficially Owned by Each Reporting Person

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5,343

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

[]

11. Percent of Class Represented by Amount in Row (9)

0.1%

12. Type of Reporting Person

00

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CUSIP No. 29444U502

13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person

Stone Street Real Estate Fund 2000, L.P.

2. Check the Appropriate Box if a Member of a Group

(a) []

(b) []

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of
Shares

0

Beneficially

6. Shared Voting Power

26,070

Owned by

Each

7. Sole Dispositive Power

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Reporting 0

Person

8. Shared Dispositive Power

With:

26,070

9. Aggregate Amount Beneficially Owned by Each Reporting Person

26,070

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0.3%

12. Type of Reporting Person

PN

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CUSIP No. 29444U502

13G

1. Name of Reporting Person

I.R.S. Identification No. of above Person

Stone Street 2000 Realty, L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

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Number of	0
Shares	-----
Beneficially	6. Shared Voting Power
Owned by	26,070
Each	-----
Reporting	7. Sole Dispositive Power
Person	0
With:	-----
	8. Shared Dispositive Power
	26,070

9. Aggregate Amount Beneficially Owned by Each Reporting Person	
	26,070

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares	
	<input type="checkbox"/>

11. Percent of Class Represented by Amount in Row (9)	
	0.3%

12. Type of Reporting Person	
	00

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- Item 1(a). Name of Issuer:
Equinix, Inc.
- Item 1(b). Address of Issuer's Principal Executive Offices:
2450 Bayshore Parkway
Mountain View, CA 94043
- Item 2(a). Name of Persons Filing:
The Goldman Sachs Group, Inc., Goldman, Sachs & Co., GS Capital Partners 2000, L.P., GS Capital Partners 2000 Offshore, L.P., GS Advisors 2000, L.L.C., GS Capital Partners 2000 Employee Fund, L.P., GS Employee Funds 2000 GP, L.L.C., GS Capital Partners 2000 GmbH & Co. Beteiligungs KG, Goldman, Sachs Management GP GmbH, Goldman, Sachs & Co. oHG, Stone Street Fund 2000, L.P., Stone Street 2000, L.L.C., GS Special Opportunities (Asia) Fund, L.P., GSSO (Asia), LLC, GS Special

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Opportunities (Asia) Offshore Fund, L.P., GSSO (Asia) Offshore, LLC, Whitehall Street Real Estate Limited Partnership XIII, WH Advisors, L.L.C. XIII, Whitehall Parallel Real Estate Limited Partnership XIII, WH Parallel Advisors, L.L.C. XIII, Stone Street Asia Fund, L.P., Stone Street Asia, L.L.C., Stone Street Real Estate Fund 2000, L.P. and Stone Street 2000 Realty, L.L.C.

Item 2(b). Address of Principal Business Office or, if none, Residence:

The Goldman Sachs Group, Inc., Goldman, Sachs & Co., GS Capital Partners 2000, L.P., GS Advisors 2000, L.L.C., GS Capital Partners 2000 Employee Fund, L.P., GS Employee Funds 2000 GP, L.L.C., Stone Street Fund 2000, L.P., Stone Street 2000, L.L.C., GS Special Opportunities (Asia) Fund, L.P., GSSO (Asia), LLC, GSSO (Asia) Offshore, LLC, Whitehall Street Real Estate Limited Partnership XIII, WH Advisors, L.L.C. XIII, Whitehall Parallel Real Estate Limited Partnership XIII, WH Parallel Advisors, L.L.C. XIII, Stone Street Asia Fund, L.P., Stone Street Asia, L.L.C., Stone Street Real Estate Fund 2000, L.P. and Stone Street 2000 Realty, L.L.C.: 85 Broad Street, New York, NY 10004

GS Capital Partners 2000 Offshore, L.P. and GS Special Opportunities (Asia) Offshore Fund, L.P.:
c/o M&C Corporate Services Ltd., P.O. Box 309, Grand Cayman, Cayman Islands

GS Capital Partners 2000 GmbH & Co. Beteiligungs KG, Goldman, Sachs Management GP GmbH and Goldman, Sachs & Co. oHG:
MesseTurm, 60308 Frankfurt am Main, Germany

Item 2(c).

Citizenship:

The Goldman Sachs Group, Inc. - Delaware
Goldman, Sachs & Co. - New York
GS Capital Partners 2000, L.P. - Delaware
GS Capital Partners 2000 Offshore, L.P. - Cayman Islands
GS Advisors 2000, L.L.C. - Delaware
GS Capital Partners 2000 Employee Fund, L.P. - Delaware
GS Employee Funds 2000 GP, L.L.C. - Delaware
GS Capital Partners 2000 GmbH & Co. Beteiligungs KG - Germany
Goldman, Sachs Management GP GmbH - Germany
Goldman, Sachs & Co. oHG - Germany
Stone Street Fund 2000, L.P. - Delaware
Stone Street 2000, L.L.C. - Delaware
GS Special Opportunities (Asia) Fund, L.P. - Delaware
GSSO (Asia), LLC - Delaware
GS Special Opportunities (Asia) Offshore Fund, L.P.- Cayman Islands
GSSO (Asia) Offshore, LLC - Delaware
Whitehall Street Real Estate Limited Partnership XIII - Delaware
WH Advisors, L.L.C. XIII - Delaware
Whitehall Parallel Real Estate Limited Partnership XIII - Delaware
WH Parallel Advisors, L.L.C. XIII - Delaware
Stone Street Asia Fund, L.P. - Delaware
Stone Street Asia, L.L.C. - Delaware
Stone Street Real Estate Fund 2000, L.P. - Delaware
Stone Street 2000 Realty, L.L.C. - Delaware

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Item 2(d). Title of Class of Securities:
Common Stock, \$0.001 par value

Item 2(e). CUSIP Number:
29444U502

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a :

- (a). Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b). Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c). Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d). Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e). An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f). An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g). A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h). A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i). A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j). Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box .

Item 4. Ownership.*

- (a). Amount beneficially owned:
See the response(s) to Item 9 on the attached cover page(s).
- (b). Percent of Class:
See the response(s) to Item 11 on the attached cover page(s).
- (c). Number of shares as to which such person has:
 - (i). Sole power to vote or to direct the vote: See the response(s) to Item 5 on the attached cover page(s).
 - (ii). Shared power to vote or to direct the vote: See the response(s) to Item 6 on the attached cover page(s).
 - (iii). Sole power to dispose or to direct the disposition of: See the response(s) to Item 7 on the attached cover page(s).

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- (iv). Shared power to dispose or to direct the disposition of: See the response(s) to Item 8 on the attached cover page(s).

* In accordance with the Securities and Exchange Commission (the "SEC") Release No. 34-39538 (January 12, 1998), this filing reflects the securities beneficially owned by the investment banking division ("IBD") of The Goldman Sachs Group, Inc. and its subsidiaries and affiliates (collectively, "GSG"). This filing does not reflect securities, if any, beneficially owned by any other operating unit of GSG. IBD disclaims beneficial ownership of the securities beneficially owned by (i) any client accounts with respect to which IBD or its employees have voting or investment discretion, or both and (ii) certain investment entities, of which IBD is the general partner, managing general partner or other manager, to the extent interests in such entities are held by persons other than IBD.

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- Item 5. Ownership of Five Percent or Less of a Class.
Not Applicable
- Item 6. Ownership of More than Five Percent on Behalf of Another Person.
Not Applicable
- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.
See Exhibit (99.2)
- Item 8. Identification and Classification of Members of the Group.
Not Applicable
- Item 9. Notice of Dissolution of Group.
Not Applicable
- Item 10. Certification.
By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Edgar Filing: EQUINIX INC - Form SC 13G

Date: January 10, 2003

THE GOLDMAN SACHS GROUP, INC.

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

GOLDMAN, SACHS & CO.

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

GS CAPITAL PARTNERS 2000, L.P.

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

GS ADVISORS 2000, L.L.C.

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

GS CAPITAL PARTNERS 2000 OFFSHORE, L.P.

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

GS CAPITAL PARTNERS 2000 EMPLOYEE
FUND, L.P.

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

GS EMPLOYEE FUNDS 2000 GP, L.L.C.

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

GS CAPITAL PARTNERS 2000 GMBH & CO.
BETEILIGUNGS KG

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

GOLDMAN, SACHS MANAGEMENT GP GMBH

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

GOLDMAN, SACHS & CO. OHG

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

STONE STREET FUND 2000, L.P.

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

STONE STREET 2000, L.L.C.

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

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SIGNATURE (continued)

GS SPECIAL OPPORTUNITIES (ASIA)
FUND, L.P.

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

GSSO (ASIA), LLC

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

GS SPECIAL OPPORTUNITIES (ASIA)
OFFSHORE FUND, L.P.

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

GSSO (ASIA) OFFSHORE, LLC

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

WHITEHALL STREET REAL ESTATE
LIMITED PARTNERSHIP XIII

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

WH ADVISORS, L.L.C. XIII

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

WHITEHALL PARALLEL REAL ESTATE
LIMITED PARTNERSHIP XIII

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

WH PARALLEL ADVISORS, L.L.C. XIII

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

STONE STREET ASIA FUND, L.P.

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

STONE STREET ASIA, L.L.C.

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

STONE STREET REAL ESTATE
FUND 2000, L.P.

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

STONE STREET 2000 REALTY, L.L.C.

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

INDEX TO EXHIBITS

Exhibit No. -----	Exhibit -----
99.1	Joint Filing Agreement, dated January 10, 2003
99.2	Item 7 Information
99.3	Power of Attorney, dated as of January 6, 2003, relating to The Goldman Sachs Group, Inc.
99.4	Power of Attorney, dated as of January 6, 2003, relating to Goldman, Sachs & Co.
99.5	Power of Attorney, dated as of December 20, 2000, relating to GS Capital Partners 2000, L.P.
99.6	Power of Attorney, dated as of December 20, 2000, relating to GS Capital Partners 2000 Offshore, L.P.
99.7	Power of Attorney, dated as of December 20, 2000, relating to GS Advisors 2000, L.L.C.
99.8	Power of Attorney, dated as of December 20, 2000, relating to GS Capital Partners 2000 Employee Fund, L.P.
99.9	Power of Attorney, dated as of December 20, 2000, relating to GS Employee Funds 2000 GP, L.L.C.
99.10	Power of Attorney, dated as of December 20, 2000, relating to GS Capital Partners 2000 GmbH & Co. Beteiligungs KG
99.11	Power of Attorney, dated as of December 20, 2000, relating to Goldman, Sachs Management GP GmbH
99.12	Power of Attorney, dated as of March 28, 2000, relating to Goldman, Sachs & Co. oHG
99.13	Power of Attorney, dated as of March 20, 2000, relating to Stone Street Fund 2000, L.P.
99.14	Power of Attorney, dated as of March 20, 2000, relating to Stone Street 2000, L.L.C.
99.15	Power of Attorney, dated as of January 8, 2003, relating to GS Special Opportunities (Asia) Fund, L.P.
99.16	Power of Attorney, dated as of January 8, 2003, relating to GSSO (Asia), LLC
99.17	Power of Attorney, dated as of January 8, 2003, relating to

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GS Special Opportunities (Asia) Offshore Fund, L.P.

- 99.18 Power of Attorney, dated as of January 8, 2003, relating to GSSO (Asia) Offshore, LLC
- 99.19 Power of Attorney, dated as of February 8, 2000, relating to Whitehall Street Real Estate Limited Partnership XIII
- 99.20 Power of Attorney, dated as of January 9, 2003, relating to WH Advisors, L.L.C. XIII
- 99.21 Power of Attorney, dated as of February 8, 2000, relating to Whitehall Parallel Real Estate Limited Partnership XIII
- 99.22 Power of Attorney, dated as of January 9, 2003, relating to WH Parallel Advisors, L.L.C. XIII

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INDEX TO EXHIBITS (continued)

Exhibit No. -----	Exhibit -----
99.23	Power of Attorney, dated as of January 8, 2003, relating to Stone Street Asia Fund, L.P.
99.24	Power of Attorney, dated as of January 8, 2003, relating to Stone Street Asia, L.L.C.
99.25	Power of Attorney, dated as of January 6, 2003, relating to Stone Street Real Estate Fund 2000, L.P.
99.26	Power of Attorney, dated as of January 6, 2003, relating to Stone Street 2000 Realty, L.L.C.

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Exhibit (99.1)

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, the undersigned agree to the joint filing of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the Common Stock, par value \$0.001 per share, of Equinix, Inc. and further agree to the filing of this agreement as an Exhibit thereto. In addition, each party to this Agreement expressly authorizes each other party to this Agreement to file on its behalf any and all amendments to such Statement on Schedule 13G.

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Date: January 10, 2003

THE GOLDMAN SACHS GROUP, INC.

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

GOLDMAN, SACHS & CO.

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

GS CAPITAL PARTNERS 2000, L.P.

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

GS ADVISORS 2000, L.L.C.

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

GS CAPITAL PARTNERS 2000 OFFSHORE, L.P.

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

GS CAPITAL PARTNERS 2000 EMPLOYEE
FUND, L.P.

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

GS EMPLOYEE FUNDS 2000 GP, L.L.C.

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

GS CAPITAL PARTNERS 2000 GMBH & CO.
BETEILIGUNGS KG

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

GOLDMAN, SACHS MANAGEMENT GP GMBH

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

GOLDMAN, SACHS & CO. OHG

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

STONE STREET FUND 2000, L.P.

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

STONE STREET 2000, L.L.C.

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

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JOINT FILING AGREEMENT (continued)

GS SPECIAL OPPORTUNITIES (ASIA)
FUND, L.P.

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

GSSO (ASIA), LLC

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

GS SPECIAL OPPORTUNITIES (ASIA)
OFFSHORE FUND, L.P.

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

GSSO (ASIA) OFFSHORE, LLC

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

WHITEHALL STREET REAL ESTATE
LIMITED PARTNERSHIP XIII

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

WH ADVISORS, L.L.C. XIII

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

WHITEHALL PARALLEL REAL ESTATE
LIMITED PARTNERSHIP XIII

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

WH PARALLEL ADVISORS, L.L.C. XIII

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

STONE STREET ASIA FUND, L.P.

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

STONE STREET ASIA, L.L.C.

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

STONE STREET REAL ESTATE
FUND 2000, L.P.

By:/s/ Roger S. Begelman

STONE STREET 2000 REALTY, L.L.C.

By:/s/ Roger S. Begelman

Edgar Filing: EQUINIX INC - Form SC 13G

Name: Roger S. Begelman
Title: Attorney-in-fact

Name: Roger S. Begelman
Title: Attorney-in-fact

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Exhibit (99.2)

ITEM 7 INFORMATION

The securities being reported on by the The Goldman Sachs Group, Inc. ("GS Group"), as a parent holding company, are owned by GS Capital Partners 2000, L.P., GS Capital Partners 2000 Employee Fund, L.P., Stone Street Fund 2000, L.P., GS Special Opportunities (Asia) Fund, L.P., Whitehall Street Real Estate Limited Partnership XIII, Whitehall Parallel Real Estate Limited Partnership XIII, Stone Street Asia Fund, L.P. and Stone Street Real Estate Fund 2000, L.P., each a Delaware limited partnership, GS Capital Partners 2000 Offshore, L.P. and GS Special Opportunities (Asia) Offshore Fund, L.P., each a Cayman Islands exempted limited partnership and GS Capital Partners 2000 GmbH & Co. Beteiligungs KG, a German civil law partnership (and collectively, the "Investing Entities"), or are owned, or may be deemed to be beneficially owned, by Goldman, Sachs & Co. ("Goldman Sachs"), a broker or dealer registered under Section 15 of the Act and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940. The general partner, managing general partner or other manager of each of the Investing Entities is an affiliate of GS Group. Goldman Sachs is a direct and indirect wholly-owned subsidiary of GS Group. Goldman Sachs is the investment manager of certain of the Investing Entities.

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Exhibit (99.3)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that THE GOLDMAN SACHS GROUP, INC. (the "Company") does hereby make, constitute and appoint each of Roger S. Begelman, Edward T. Joel, Saskia Brookfield Martin and Susan P. Goddard, (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

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THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of January 6, 2003.

THE GOLDMAN SACHS GROUP, INC.

By:/s/ Gregory K. Palm

Name: Gregory K. Palm
Title: Executive Vice President and General Counsel

Page 36 of 59 pages

Exhibit (99.4)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN, SACHS & CO. (the "Company") does hereby make, constitute and appoint each of Roger S. Begelman, Edward T. Joel, Saskia Brookfield Martin and Susan P. Goddard, (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of January 6, 2003.

GOLDMAN, SACHS & CO.

By:/s/ Gregory K. Palm

Name: Gregory K. Palm

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Title: Managing Director

Page 37 of 59 pages

Exhibit (99.5)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS CAPITAL PARTNERS 2000, L.P. (the "Company") does hereby make, constitute and appoint each of Hans L. Reich and Roger S. Begelman, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of December 20, 2000.

GS CAPITAL PARTNERS 2000, L.P.

By: GS Advisors 2000, L.L.C.

By:/s/ John E. Bowman

Name: John E. Bowman
Title: Vice President

Page 38 of 59 pages

Exhibit (99.6)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS CAPITAL PARTNERS 2000 OFFSHORE, L.P. (the "Company") does hereby make, constitute and appoint each of Hans L. Reich and Roger S. Begelman, acting individually, its true and lawful attorney,

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to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of December 20, 2000.

GS CAPITAL PARTNERS 2000 OFFSHORE, L.P.

By: GS Advisors 2000, L.L.C.

By:/s/ John E. Bowman

Name: John E. Bowman
Title: Vice President

Page 39 of 59 pages

Exhibit (99.7)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS ADVISORS 2000, L.L.C. (the "Company") does hereby make, constitute and appoint each of Hans L. Reich and Roger S. Begelman, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of December 20, 2000.

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GS ADVISORS 2000, L.L.C.

By:/s/ John E. Bowman

Name: John E. Bowman
Title: Vice President

Page 40 of 59 pages

Exhibit (99.8)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS CAPITAL PARTNERS 2000 EMPLOYEE FUND, L.P. (the "Company") does hereby make, constitute and appoint each of Hans L. Reich and Roger S. Begelman, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of December 20, 2000.

GS CAPITAL PARTNERS 2000 EMPLOYEE FUND, L.P.

By: GS Employee Funds 2000 GP, L.L.C.

By:/s/ John E. Bowman

Name: John E. Bowman
Title: Vice President

Page 41 of 59 pages

Exhibit (99.9)

POWER OF ATTORNEY

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KNOW ALL PERSONS BY THESE PRESENTS that GS EMPLOYEE FUNDS 2000 GP, L.L.C. (the "Company") does hereby make, constitute and appoint each of Hans L. Reich and Roger S. Begelman, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of December 20, 2000.

GS EMPLOYEE FUNDS 2000 GP, L.L.C.

By:/s/ John E. Bowman

Name: John E. Bowman
Title: Vice President

Page 42 of 59 pages

Exhibit (99.10)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS CAPITAL PARTNERS 2000 GMBH & CO. BETEILIGUNGS KG (the "Company") does hereby make, constitute and appoint each of Hans L. Reich and Roger S. Begelman, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as

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of December 20, 2000.

GS CAPITAL PARTNERS 2000 GMBH & CO. BETEILIGUNGS KG

By: Goldman, Sachs Management GP GmbH

By:/s/ John E. Bowman

Name: John E. Bowman
Title: Managing Director

Page 43 of 59 pages

Exhibit (99.11)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN, SACHS MANAGEMENT GP GMBH (the "Company") does hereby make, constitute and appoint each of Hans L. Reich and Roger S. Begelman, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of December 20, 2000.

GOLDMAN, SACHS MANAGEMENT GP GMBH

By:/s/ John E. Bowman

Name: John E. Bowman
Title: Managing Director

Page 44 of 59 pages

Exhibit (99.12)

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POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN, SACHS & CO. OHG, (the "Company") does hereby make, constitute and appoint each of Hans L. Reich and Roger S. Begelman, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of March 28, 2000.

GOLDMAN, SACHS & CO. OHG

By:/s/ Andreas Kornlein

Name: Andreas Kornlein
Title: Executive Director

By:/s/ Sabine Mock

Name: Sabine Mock
Title: Executive Director

Page 45 of 59 pages

Exhibit (99.13)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that STONE STREET FUND 2000, L.P. (the "Company") does hereby make, constitute and appoint each of Hans L. Reich and Roger S. Begelman, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or

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could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of March 20, 2000.

STONE STREET FUND 2000, L.P.

By: Stone Street 2000, L.L.C.

By:/s/ Kaca B. Enquist

Name: Kaca B. Enquist
Title: Vice President

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Exhibit (99.14)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that STONE STREET 2000, L.L.C. (the "Company") does hereby make, constitute and appoint each of Hans L. Reich and Roger S. Begelman, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of March 20, 2000.

STONE STREET 2000, L.L.C.

By:/s/ Kaca B. Enquist

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Name: Kaca B. Enquist
Title: Vice President

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Exhibit (99.15)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS SPECIAL OPPORTUNITIES (ASIA) FUND, L.P. (the "Company") does hereby make, constitute and appoint each of Roger S. Begelman, Edward T. Joel, Saskia Brookfield Martin and Susan P. Goddard, (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted ceases to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of January 8, 2003.

GS SPECIAL OPPORTUNITIES (ASIA) FUND, L.P.

By: GSSO (Asia), LLC

By:/s/ Steven M. Chaiken

Name: Steven M. Chaiken
Title: Assistant Secretary

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Exhibit (99.16)

POWER OF ATTORNEY

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KNOW ALL PERSONS BY THESE PRESENTS that GSSO (ASIA), LLC (the "Company") does hereby make, constitute and appoint each of Roger S. Begelman, Edward T. Joel, Saskia Brookfield Martin and Susan P. Goddard, (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted ceases to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of January 8, 2003.

GSSO (ASIA), LLC

By:/s/ Steven M. Chaiken

Name: Steven M. Chaiken
Title: Assistant Secretary

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Exhibit (99.17)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS SPECIAL OPPORTUNITIES (ASIA) OFFSHORE FUND, L.P. (the "Company") does hereby make, constitute and appoint each of Roger S. Begelman, Edward T. Joel, Saskia Brookfield Martin and Susan P. Goddard, (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or

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persons to whom power of attorney has been hereby granted ceases to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of January 8, 2003.

GS SPECIAL OPPORTUNITIES (ASIA) OFFSHORE FUND, L.P.

By: GSSO (Asia) Offshore, LLC

By:/s/ Steven M. Chaiken

Name: Steven M. Chaiken
Title: Assistant Secretary

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Exhibit (99.18)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GSSO (ASIA) OFFSHORE, LLC (the "Company") does hereby make, constitute and appoint each of Roger S. Begelman, Edward T. Joel, Saskia Brookfield Martin and Susan P. Goddard, (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted ceases to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of January 8, 2003.

GSSO (ASIA) OFFSHORE, LLC

By:/s/ Steven M. Chaiken

Name: Steven M. Chaiken
Title: Assistant Secretary

Exhibit (99.19)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that WHITEHALL STREET REAL ESTATE LIMITED PARTNERSHIP XIII (the "Company") does hereby make, constitute and appoint each of Hans L. Reich and Roger S. Begelman, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted ceases to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 8, 2000.

WHITEHALL STREET REAL ESTATE LIMITED PARTNERSHIP XIII

By: WH Advisors, L.L.C. XIII

By:/s/ Elizabeth Burban

Name: Elizabeth Burban
Title: Vice President

Exhibit (99.20)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that WH ADVISORS, L.L.C. XIII (the "Company") does hereby make, constitute and appoint each of Roger S. Begelman, Edward T. Joel, Saskia Brookfield Martin and Susan P. Goddard, (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether

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the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted ceases to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of January 9, 2003.

WH ADVISORS, L.L.C. XIII

By:/s/ Teresa Tsai

Name: Teresa Tsai
Title: Vice President

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Exhibit (99.21)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that WHITEHALL PARALLEL REAL ESTATE LIMITED PARTNERSHIP XIII (the "Company") does hereby make, constitute and appoint each of Hans L. Reich and Roger S. Begelman, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted ceases to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 8, 2000.

WHITEHALL PARALLEL REAL ESTATE LIMITED PARTNERSHIP XIII

By: WH Parallel Advisors, L.L.C. XIII

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By:/s/ Elizabeth Burban

Name: Elizabeth Burban
Title: Vice President

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Exhibit (99.22)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that WH PARALLEL ADVISORS, L.L.C. XIII (the "Company") does hereby make, constitute and appoint each of Roger S. Begelman, Edward T. Joel, Saskia Brookfield Martin and Susan P. Goddard, (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted ceases to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of January 9, 2003.

WH PARALLEL ADVISORS, L.L.C. XIII

By:/s/ Teresa Tsai

Name: Teresa Tsai
Title: Vice President

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Exhibit (99.23)

POWER OF ATTORNEY

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KNOW ALL PERSONS BY THESE PRESENTS that STONE STREET ASIA FUND, L.P. (the "Company") does hereby make, constitute and appoint each of Roger S. Begelman, Edward T. Joel, Saskia Brookfield Martin and Susan P. Goddard, (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted ceases to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of January 8, 2003.

STONE STREET ASIA FUND, L.P.

By: Stone Street Asia, L.L.C.

By:/s/ Steven M. Chaiken

Name: Steven M. Chaiken
Title: Vice President and Secretary

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Exhibit (99.24)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that STONE STREET ASIA, L.L.C. (the "Company") does hereby make, constitute and appoint each of Roger S. Begelman, Edward T. Joel, Saskia Brookfield Martin and Susan P. Goddard, (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

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THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted ceases to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of January 8, 2003.

STONE STREET ASIA, L.L.C.

By:/s/ Steven M. Chaiken

Name: Steven M. Chaiken

Title: Vice President and Secretary

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Exhibit (99.25)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that STONE STREET REAL ESTATE FUND 2000, L.P. (the "Company") does hereby make, constitute and appoint each of Roger S. Begelman, Edward T. Joel, Saskia Brookfield Martin and Susan P. Goddard, (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of January 6, 2003.

STONE STREET REAL ESTATE FUND 2000, L.P.

By: Stone Street 2000 Realty, L.L.C.

By:/s/ Teresa Tsai

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Name: Teresa Tsai
Title: Vice President

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Exhibit (99.26)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that STONE STREET 2000 REALTY, L.L.C. (the "Company") does hereby make, constitute and appoint each of Roger S. Begelman, Edward T. Joel, Saskia Brookfield Martin and Susan P. Goddard, (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of January 6, 2003.

STONE STREET 2000 REALTY, L.L.C.

By:/s/ Teresa Tsai

Name: Teresa Tsai
Title: Vice President

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